

Rotary
District 9700



In Wiradjuri
Country



BYLAWS
OF
ROTARY INTERNATIONAL
DISTRICT 9700 INCORPORATED

DATE—15 September 2016

These bylaws have been modified from those recommended by Rotary International and have been changed by this DISTRICT to meet its own conditions and some of the requirements of the laws of NSW, on the basis that such changes are not out of harmony with the DISTRICT'S constitution or with the constitution and bylaws of Rotary International.

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Bylaw 1 Definitions

1. Act: The Associations Incorporation Act, 2009 (NSW)
2. Public Officer: As defined in the Act.
3. Quorum: One-third of the District membership; a majority of directors for the Board.
4. Regulation: The Associations Incorporation Regulation, 2010 (NSW)
5. Special Resolution: A resolution of the District passed in the circumstances described in section 39 of the Act.
6. Board: The Board of Directors **and Officers** of this District.
7. DG: District Governor
DGE: District Governor elect
DGN: District Governor nominee
Director/**Officer**: A member of this District's Board (Article 28 of the Constitution).
8. Member: A member is a Rotary Club as prescribed under Article 8 of the Constitution; an Associate Member is a Rotarian of this District.
9. Rotary: Rotary International, RI
10. Year: The twelve-month period that begins on 1 July.

Bylaw 2 Board

The governing body of this district shall be the board - see Article 26.5 of the constitution.

Bylaw 3 Election of Directors / Officers and Term of Office

Section 1 – The officers and directors, so appointed by the District Governor, together with the immediate past district governor shall constitute the board.

Section 2 –A vacancy in the Board or any office shall be filled by decision of the District Governor. For the purpose of these bylaws a vacancy on the board occurs if the associate member

- (a) dies; or
- (b) ceases to be a member of the District; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office; or
- (f) becomes a mentally incapacitated person whose person or estate is liable to be dealt with in any way relating to mental health; or
- (g) is absent without consent of the Board from all meetings of the Board held during a period of 6 months.

Section 3 –The term of office for the office holders and directors shall be at the discretion of the District Governor; generally a period of 3 years would be a maximum. This is subject to the Rotary International requirements which currently require the appointment of a District Rotary Foundation Chair and Membership Chair for a period of 3 years.

Bylaw 4 Duties of Officers

Section 1 – District Governor (Chair) shall preside at meetings of the board and perform other duties as ordinarily pertain to the office of the chair.

Section 2 – Secretary. It shall be the duty of the secretary to: record attendance at meetings; send out notices of board, special general and committee meetings; record and preserve the minutes of such meetings; report as required to RI. See also requirements in Articles 9, 16, 18, 22, 28, 34, 37, 40, 41 of the District Constitution.

Section 3– Treasurer. It shall be the duty of the treasurer to have custody of all funds, undertaking all required transactions, accounting for them to the district annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office,

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the treasurer shall turn over to the incoming treasurer or to the District Governor all funds, books of accounts, or any other District property. See also requirements in Article 11 of the District Constitution.

Bylaw 5 Meetings (General and Board)

Section 1 – Annual Meeting. An annual meeting of this District shall be held **by the 31st of October in each year**, at which time the Annual Financial Statements will be presented to the members.

Section 2 – see Article 19.2 of the D9700 Constitution.

Section 3 – Regular meetings of the board shall be held at least 4 times per year. Special meetings of the board shall be called by the District Governor, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 4 – A majority shall constitute a quorum of the board. See Article 31 of the Constitution of D9700.

Section 5 - Notice of board meetings: see Article 30 of the Constitution of D9700.

Section 6 – Notice of General Meetings: see Articles 18 and 41 of the Constitution of D9700.

Bylaw 6 Procedures at General Meetings

Section 1- Annual Meetings: In addition to any other business which may be transacted at an annual meeting the business of an annual meeting shall be:

- a. To confirm the minutes of the last preceding Annual Meeting and of any special general meeting held since that meeting.
- b. To receive from the Directors and Officers reports on the activities of the District during the last preceding financial year.
- c. To receive and consider the statement which is required to be submitted to the Department of Fair Trading.

Section 2- Notice of Special Resolutions - see Article 18 of the Constitution of D9700.

Section 3- Special resolutions - see Article 22 of the Constitution of D9700.

Section 4- Voting: see Article 22 of the Constitution of D9700.

Section 5- No speaker to speak for longer than two (2) minutes, except the mover of the motion, who may speak for three (3) minutes and have two (2) minutes for the right of reply, provided that if there is a majority vote, the District Governor may accept the speaker be further heard,

Section 6- In all questions of meeting procedure the ruling of the Chair will be absolute.

Bylaw 7 Method of Voting

The business of the District shall be transacted by viva voce* vote. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

(Note: Viva voce vote is defined as when District voting is conducted by vocal assent).

Determining whether a motion is carried - Refer Article 24 of the Constitution of D9700.

Bylaw 8 Committees (see Article 27 of the Constitution of D9700)

Section 1 - The District committee structure should reflect the District Leadership Plan.

Section 2 -District committees are charged with carrying out the annual and long-range strategic goals of the District. The DG, DGE , and immediate past Governor should work together to ensure continuity of leadership and succession planning. When feasible, members should be appointed to the same committee for three years to ensure consistency. The DGE is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 3 -Definition of Committees: A **Standing Committee** is one which provides advice to the Board and oversees a range of special committees. A **Special Committee** is one charged with the planning, operation and management of a specific program or project.

Section 4 -Standing committees should be appointed as follows:

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- **Club Sustainability/Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Administration:** This committee should conduct activities associated with the effective operation of the District.
- **Communications/Public Relations:** This committee should develop and implement plans to provide the public with information about Rotary and to promote the District's service projects and activities.
- **Service Projects:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **Youth Services:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of children and young people in the District and communities in other countries.

Section 5 – Special Committees may be appointed as needed, subject to the provisions of Article 27 of the Constitution

Section 6 - Each chair shall be responsible for regular reporting to the board on all committee activities.

Section 7 - Duties of Committees

- a The duties of all committees shall be established and reviewed by the District Governor for his or her year. In declaring the duties of each, the District Governor shall reference to appropriate RI materials.
- b Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the DGE to provide the necessary leadership to prepare a recommendation for district committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Bylaw 9 Leave of Absence

Upon written application to the District Governor, setting forth good and sufficient cause, leave of absence may be granted excusing a District officer from attending the meetings of the Board for a specified length of time for no longer than three (3) months.

Bylaw 10 Finances – see Article 11 of the District Constitution

Bylaw 11 Members Liability

Section 1- The liability (if any) of members and associate members of the District to contribute towards the payment of debts and liabilities of the District or the costs, charges or expenses of the winding up of the District is limited to the amount of any membership fees outstanding at that time. See requirements in Article 44 of the District Constitution.

Section 2- The District shall purchase and maintain insurance pursuant to section 44 of the Associations Incorporation Act 1984.

Section 3- In addition to the insurance required under Section 2, the District may purchase and maintain other insurance.

Bylaw 12 Service of Notices – see Bylaw 5, Section 6

Bylaw 13 Custody and Inspection of Books – see Article 37 of the District Constitution

Bylaw 14 Public Officer and Common Seal – see Article 40 of the District Constitution

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Bylaw 15 Amendment of Bylaws

Section 1- These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Manual of Procedure of RI.

Section 2- An alteration to these Bylaws relating to:

the charitable objects or purpose of the organisation; or

the non-profit nature of the organisation with respect to the disposition of funds obtained through its fundraising appeals; and

the disposition of funds and assets obtained from fundraising appeals to a non profit organisation with similar or identical charitable objects in the event of winding up the organisation;

shall be advised to the Minister responsible for the Charitable Fundraising Act 1991 within 28 days of adoption.

Section 3-All alterations to these Bylaws are to be reported as required by the Associations Incorporation Act 2009.

Bylaw 16 Interpretation

Throughout these Bylaws, the terminology “post,” “posting,” “mail,” “mailing,” and “ballot-by-mail” will include utilization of electronic (e-mail) and internet technology to reduce costs and increase responsiveness.

Bylaw 17 Charitable Fundraising Act 1991

Section 1- The District shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the regulations there under as are applicable to it.

Section 2- The income and property of District 9700, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and the exercise of powers conferred upon it by the Constitution and Bylaws.

Section 3- No portion of charitable income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Board.

Section 4- The requirement contained in Section 3 shall not however, prevent the payment in good faith of:

Interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for secured loans) to any such member in respect of monies advanced by that member to the District, or otherwise owed by the District to that member; or

Any remuneration to any officer or servants of the Board or other person in return for any services genuinely rendered to the District.

Bylaw 18 Standing Orders

Section 1- Groups [Historical reference only, see Section 6 below: 87-2, 96-1, 09-2, 10-5, 14-1]

For the management and operation of the District the following six groups have been constituted. The incoming District Governor will appoint one Rotarian from each group as the Assistant Governor for the Group.

Group 1- Condobolin, Forbes, Forbes Ipomoea, Lake Cargelligo, Parkes, West Wyalong

Group 2- Molong, Orange, Orange Daybreak, Orange North, E-District D9700 Serving Humanity

Group 3- Griffith, Griffith Avanti, Griffith East, Leeton, Leeton Central, Narrandera, Yenda

Group 4- Boorowa, Cootamundra, Cowra, Grenfell, Murrumburrah-Harden, Temora, Young

Group 5- Coolamon, Henty, Junee, Lockhart, South Wagga Wagga, Wagga Wagga, Wagga Wagga-Koorinal, Wagga Wagga-Murrumbidgee, Wagga Wagga-Sunrise, Wollundry-Wagga Wagga

Group 6- Bathurst, Bathurst Daybreak, Bathurst East, Blayney, Oberon

Section 2- Rotary District 9700 Incorporated Disaster Fund [87-5, 14-2]

a That a Disaster Fund be established

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- b Payments of up to \$2,000 to be paid from the Disaster Fund on the approval of the District Governor and two members of the Board of Directors.
- c Payments in excess of \$2,000 to be made after approval by a majority of the Board.
- d Donations from Districts to a particular disaster to be used firstly to reimburse the Fund to the extent of payments made under (b) or (c) above. Should there still exist a depletion of the original amount in this Fund, it should be reimbursed from the Administration Fund no later than the next Rotary year.

Section 3- District Budget [87-7, 98-3]

The following items must be included in the District Budget:

- a Routine District administration costs
- b Allowance for District Conference
DISTRICT CONFERENCE EXPENSES [87-8, 03-2]
That the Board of Directors shall incorporate in the District Budget for submission to the District Presidents at the District Assembly each year, provision in the per capita levy to cover associated expenses of staging the District Conference each year, to the intent that payment of a Conference registration fee be eliminated
- c Contribution to expenses of District Governor and District Governor Elect and District Governor Nominee in attending the Australian Regional Rotary Institute [87-14, 98-4]
That the District Governor's, the District Governor Elect's and District Governor-nominee's expense allowance be included as items in the Annual Budget prepared by the Board of Directors in consultation with the immediate Past District Governor, the District Governor and the District Governor Elect
- d Allowance made towards general expenses of the District Governor and the District Governor Elect. [04-1]
That in the case of a District Governor's Official Visit to a Rotary Club, the host Club will meet the cost of the meal for the District Governor and the District Governor's partner. That when the District Governor is invited to and attends a function conducted by a Rotary Club, other than the Club's Governor's Official visit, the District Governor's meal expenses will be met by the host Rotary Club. The Rotary District at its discretion may meet the cost of the District Governor's partner's meal.
- e Allowance made towards cost of the District Governor Nominee to attend a conference in another District.
- f Allowance made to District Committees.
- g Cost of District Assembly, Presidents Elect Training Seminar, Rotaract Training Seminar and District Directory.
- h Allowance for the District Representative at the Council On Legislation where applicable. [08-2]
The District Budget shall set aside an amount in the year of the Council on Legislation to assist in defraying the expenses of the representative of the District
- i Allowance for the wider distribution of the District Governor's monthly Newsletter.
- j Cost of PDG's pin and jewel. [87-22]
That the District shall authorise the purchase from District Funds of a past Governor's lapel badge and jewel for the retiring District Governor in each year
- k Other approved items.
- l Income anticipated to be derived from assessed per capita levy.

Section 4- Standing Orders for District Conference [87-10, 02-1]

- a A timekeeper shall be appointed,

Section 5- District Resolutions Committee [87-11, 09-5]

It is recommended that the District Governor each year appoint a District Resolutions Committee whose responsibility shall be:

- a To examine all resolutions proposed to be submitted to a Special General Meeting and ensure that they are correctly worded and in conformity with District Constitution and Bylaws/Rules and the Constitution and Bylaws of Rotary International. It is recommended that a copy of the District Constitution and Bylaws/Rules be included on the District Web Site.
- b To provide the District Secretary with accurate records of resolutions affecting District affairs

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Section 6- Resolutions Identification [87-12, 14-4]

The District Resolutions adopted at either the Annual General Meeting or Special General Meeting of the members of D9700 be numbered to facilitate identification of the order in which they appear in the District Resolutions document. The Resolution is to be identified by Year and Number.

Section 7- District Positions

a The Election of D9700 Representative to The Council On Legislation [08-2]

District 9700 Incorporated will elect the Council on Legislation Representative and Alternate by vote of the voting electors at the District Conference being held two (2) years prior to the next Council on Legislation. All qualified and eligible candidates shall make a written application to the District Governor in order to be considered, no less than four (4) weeks prior to the District Conference.

b Nominating Committee for District Governor 87-15, 05-3

The selection of a District Governor Nominee (Designate) of this District shall be by a nominating committee procedure that is consistent with Article 13.020 of the by-laws of Rotary International. The Nominating Committee for District Governor shall consist of the District Governor, District Governor Elect, District Governor Nominee, immediate Past District Governor, one member appointed by the District Governor and one group representative each, from a minimum of two groups within the District, excluding the group(s) from which the District Governor Nominee(s) Designate come(s).

Section 8- District Governor's Monthly Newsletter [87-16, 02-2, 03-1, 14-5]

The District requests the District Governor to distribute the monthly Governor's Newsletter in line with the Rotary International guidelines by distributing one copy to each Rotarian electronically, as well as placing it for download on the D9700 Website.

Section 9- Australian Regional Rotary Institute [87-16]

The District Governor and the District Governor Elect and the District Governor Nominee shall attend the Australian Regional Rotary Institute. The District shall contribute to the equalization fund of this Institute and also provide an allowance towards accommodation expenses.

Section 10- RYLA [87-19]

It is recommended to the District Governor each year that:

a A Rotary Youth Leadership Award (RYLA) seminar be conducted by a District Committee appointed for that purpose.

b Clubs(Members) be encouraged to sponsor a seminar in appropriate venues and also to support it by nominating a minimum of two (2) participants.

Section 11- International Youth Exchange and Matched Exchange [87-20, 14-7]

It is recommended to the District Governor each year that

a District Committees be appointed whose purpose it is to promote the international exchange of youth as recommended in the latest edition in the manual of procedure. The District Committee should promote, inform, advise and assist recommended standards and procedures, arrange exchange and transport, conduct interviews, selections and briefings and generally act for Districts and co-ordinate their participation and program.

b The policy of selecting candidates should be on merit and standard, so as to ensure the best possible ambassadors for Australia and Rotary. A condition of being selected is the candidate being prepared to attend briefing sessions and meetings as determined by the respective committee.

c The selected candidates shall hold Australian citizenship.

d The Rotary Club which sponsors an outbound student in the International Youth Exchange Program is expected to accept and coordinate the hosting of an inbound student to arrive in the same year of the exchange

Section 12- National Youth Science Forum [87-21]

That the project known as the National Youth Science Forum be endorsed and supported by the Clubs of this District, that this support be voluntary and further that this endorsement is in no way a commitment by Clubs and their members.

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Section 13- Rotary Partners [87-23]

That the Clubs of District 9700 Incorporated be encouraged to extend a welcome to the partners of any visiting Rotarians attending a normal Club meeting.

Section 14- Transportation of District Equipment [87-24]

The cost of packing and all transportation of District flags and other District equipment when made available for use by a Rotary Club of the District shall be met by that Club and the Board of Directors be requested to make provision for the cost of packing and all transportation to be charged to District funds when such equipment is made available for the use at the chartering of a Rotary Club or a Rotaract Club or Interact Club, or being transported to a District Assembly and Conference.

Section 15- Interplast [[04-2]

District 9700 Incorporated recognises the value of the project known as Interplast and commends it to all Clubs in the District for their support.

Section 16- Shelterbox in Australia [2011-1]

That Rotary International District 9700 Incorporated supports ShelterBox in Australia as a Multidistrict Service/ Activity Project.

Section 17- RYDA Australia [2011-2]

That Rotary International District 9700 Incorporated supports RYDA Australia as a Multi-District Project.